

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
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DIRECT DIAL:

December 10, 1996

RECORDATION NO. 14864-HH FILED 44
DEC 19 1996 - 11 30 AM
JJ
KK

Secretary
Surface Transportation Board
1201 Constitution Avenue N.W.
Washington, D.C. 20423

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 4, Eighth Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated December 5, 1996, between Trinity Industries Leasing company, as Assignor, and Bankers Trust Company, as successor Trustee, as Assignee;
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996, between Trinity Industries Leasing Company, as Seller and Bankers Trust Company, as successor Trustee, as Buyer; and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996 between Bankers Trust Company, as successor Trustee, as Seller and Trinity Industries Leasing Company, as Buyer.

The enclosed Eighth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 15, 1985 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864 on December 18, 1985, along with an Assignment and Bill of Sale under Recordation Nos. 14684-A and 14864-B, respectively; the First Supplement to Equipment Trust Agreement dated as of August 13, 1992 between Trinity

Counterpart - Michael Peters
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BOARD
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Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14684-H on August 20, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 14684-G and 14684-I; the Second Supplement to Equipment Trust Agreement dated as of September 22, 1994, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14684-J on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 14684-K and 14684-L; the Third Supplement to Equipment Trust Agreement dated as of September 20, 1995, between Trinity Industries Leasing Company and Bankers Trust Company, as Successor Trustee, which was filed and recorded under Recordation No. 14864-N on September 22, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 14864-O & 14864-Q; the Fourth Supplement to Equipment Trust Agreement dated as of October 25, 1995, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864-R, along with an Assignment and Bill of Sale under Recordation Nos. 14864-S and 14864-T; the Fifth Supplement to Equipment Trust Agreement dated as of December 21, 1995, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864-V, along with an Assignment and Bill of Sale under Recordation Nos. 14864-W and 14864-X; the Sixth Supplement to Equipment Trust Agreement dated as of February 16, 1996, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864-Z, along with an Assignment and Bill of Sale under Recordation Nos. 14864-AA and 14864-BB; and the Seventh Supplement to Equipment Trust Agreement dated as of July 18, 1996, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864-DD, along with an Assignment and Bill of Sale under Recordation Nos. 14864-EE and 14864-FF.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to fifty-five (55) railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said successor Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of Bankers Trust Company, the successor Trustee is Four Albany Street, New York, New York 10015.

The railroad equipment covered by the Eighth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Seventh Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Eighth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Eighth Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between Trinity Industries Leasing Company (as vendor and lessee), and Bankers Trust Company, as successor Trustee, and covering thirty-two (32) railcars, and (ii) Assignment, a primary document, dated December 5, 1996, between Trinity Industries Leasing Company (as Assignor), and Bankers Trust Company, as successor Trustee, and covering thirty-two (32) railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 5, 1996, between Trinity Industries Leasing Company (as Seller), and Bankers Trust Company, as successor Trustee (as Buyer), and covering various railroad cars, and connected to the Eighth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 5, 1996, between Bankers Trust Company, as successor Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 15, 1985 referred to above.

Very truly yours,



Richard A. Fogel

RAF:sg
Enclosures

EXHIBIT A

1. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 8):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5191 cu. ft. Lo Covered Hopper Car	TIMX 1013

2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 10):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
31	5127 cu. ft. Lo Covered Hopper Cars	ADMX 49070-49100

RECORDATION NO.

14864-HH
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**EIGHTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 4)

Dated as of December 5, 1996

Between

BANKERS TRUST COMPANY, SUCCESSOR TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

EIGHTH SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT dated as of December 5, 1996 (herein called this "Eighth Supplement") between TRINITY INDUSTRIES LEASING COMPANY, a Delaware Corporation (hereinafter called the "Company") and BANKERS TRUST COMPANY, a New York banking corporation (in its capacity as successor trustee under the Trust Agreement, hereinafter called "Trustee").

PRELIMINARY STATEMENT

A. The Company and MBank Dallas, National Association ("Mbank"), as original Trustee, entered into the Equipment Trust Agreement dated as of November 15, 1985 (as supplemented or amended to the date hereof, hereinafter call the "Trust Agreement").

B. All of the corporate trust business of Mbank was assigned to the Deposit Insurance Bridge Bank, National Association (herein called "DIBB") by the Federal Deposit Insurance Corporation, as receiver for Mbank, and pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989 among the Company, DIBB and Bankers Trust Company was appointed as successor Trustee.

C. The Trust Agreement was filed with the Interstate Commerce Commission (now, the Surface Transportation Board and herein called the "STB") on December 18, 1985, under Recordation No. 14864.

D. The First Supplement to the Trust Agreement, dated August 13, 1992, between the Company and the Successor Trustee was filed with the STB on August 20, 1992, under Recordation No. 14864-H. The Second Supplement to the Trust Agreement, dated September 22, 1994, between the Company and the Successor Trustee was filed with the STB on September 28, 1994, under Recordation No. 14864-J. The Third Supplement to the Trust Agreement, dated September 20, 1995, between the Company and the Trustee was filed with the STB on September 22, 1995, under Recordation No. 14864-N, respectfully. The Fourth Supplement to the Trust Agreement, dated October 25, 1995 between the Company and the Trustee was filed with the STB on October 27, 1995, under Recordation No. 14864-R. The Fifth Supplement to the Trust Agreement, dated December 21, 1995 between the Company and the Trustee was filed with the STB on December 26, 1995, under Recordation No. 14864-V. The Sixth Supplement to the Trust Agreement, dated February 16, 1996 between the Company and the Trustee was filed with the STB on February 23, 1996, under Recordation No. 14864-Z. The Seventh Supplement to the Trust Agreement, dated July 18, 1996 between the Company and the Trustee was filed with the STB on July 24, 1996, under Recordation No. 14864-DD.

E. Pursuant to the terms of a Purchase Agreement dated as of November 15, 1985 (hereinafter called the "Purchase Agreement"), among the Company and Trinity Industries, Inc., a Delaware corporation, and each of the institutional investors named in Schedule A thereto (such investors herein collectively called the "Purchasers"), the Purchasers have each purchased Equipment Trust Certificates issued or to be issued under the Trust Agreement.

F. The Company has, pursuant to Section 4.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the following leases: Fifty-Five (55) railcars

covered by the Existing Lease dated May 18, 1983, between Trinity Industries Leasing Company and Amoco Minerals Company (assigned to Cyprus Mines Corporation), described in Exhibit A to the Trust Agreement (the "Assigned Equipment").

G. Pursuant to Section 4.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

H. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of rail cars contained in Exhibit A hereto and by adding to Exhibit B to the Trust Agreement the descriptions of Existing Leases contained in Exhibit B hereto; and in accordance with Section 4.02 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the Trust created thereunder and subject to all of the terms and provisions thereof; and such rail cars shall be included in the Trust created under the Trust Agreement and be subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement", "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement, Second Supplement, Third Supplement, Fourth Supplement, Fifth Supplement, Sixth Supplement, Seventh Supplement and this Eighth Supplement.

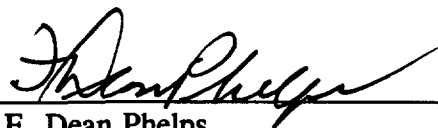
5. This Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Supplement. It shall not be necessary in making proof of this Supplement to produce or account for more than one such counterpart.

6. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Illinois (including the conflicts of laws rules), including all matters of construction, validity and performance.

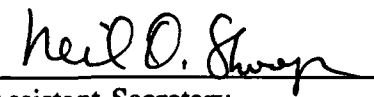
7. The recitals herein are those of the Company and not the Trustee.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.


TRINITY INDUSTRIES LEASING COMPANY

By: 
F. Dean Phelps
Vice President

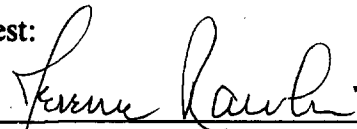
Attest:


Assistant Secretary
[SEAL]

BANKERS TRUST COMPANY, Successor Trustee

By: 
Name: KEVIN WEEKS
Title: ASSISTANT TREASURER

Attest:


[SEAL]

STATE OF TEXAS

§

§ ss.

COUNTY OF DALLAS

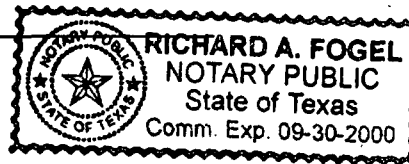
§

On this 5 day of December, 1996, before me personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

Richard A. Fogel

My Commission Expires: _____



STATE OF NEW YORK

§

§ ss.

COUNTY OF NEW YORK

§

On this 9TH day of December, 1996, before me personally appeared Kevin Weeks, to me personally known, who being by me duly sworn, says that he is the ASSISTANT TREASURER of BANKERS TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

Margaret Bereza

My Commission Expires: _____

MARGARET BEREZA
Notary Public, State of New York
No. 31-5023900
Qualified in New York County
Commission Expires 2/22/98

Series 4

EXHIBIT A

1. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 8):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5191 cu. ft. Lo Covered Hopper Car	TIMX 1013

2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 10):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
31	5127 cu. ft. Lo Covered Hopper Cars	ADMX 49070-49100

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Series 4

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1 Hopper Car	Lo	5191 cu. ft.	TIMX 1013	08/96
31 Hopper Cars	Lo	5127 cu. ft.	ADMX 49070-49100	09/96